Copy of signed original from Sec. of State's office

NONPROFIT

ARTICLES OF INCORPORATION
OF
CITIZENS PROJECT
(Nonprofit)

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THE UNDERSIGNED, acting as the Incorporator of a corporation pursuant to the Nonprofit Corporation Act of the State of Colorado, does hereby adopt the following Articles of Incorporation of such corporation (hereinafter referred to as the "Corporation"):

ARTICLE I - NAME

The name of the Corporation is CITIZENS PROJECT. .....REJECTED.....

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ARTICLE II - DURATION

The Corporation shall have perpetual existence unless dissolved earlier according to law.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is formed is to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for charitable and educational purposes consistent with the goal of lessening racial, religious, and social prejudice in the State of Colorado.

ARTICLE IV - OPERATION AND POWERS

4.1 **Operations.** The Corporation is to be operated exclusively for charitable and educational purposes.

4.2 **Foreign Operations.** The Corporation is specifically authorized to carry out its purposes in the jurisdiction of any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws of such jurisdiction. In the event the laws of any such jurisdiction forbid or limit the purposes of the Corporation, then the activities of the Corporation in such jurisdiction shall be limited accordingly.

4.3 **Powers.** Except as restricted elsewhere in these Articles, the Corporation will have all powers to carry out its purposes and its lawful activities incidental to its purposes, including in furtherance of these purposes the powers conferred by law and the Colorado Nonprofit Corporation Act, Articles 20-29 of Title 7 of the Colorado Revised Statutes of 1973, at present or as amended hereinafter (the "Act"). Without in any way limiting the

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generality of the foregoing, and by way of enumeration, to accomplish its objectives and purposes, the Corporation shall specifically have the following powers:

(a) To establish and supervise the operation of subsidiary organizations for the purpose of facilitating, stimulating and coordinating the fulfillment of the Corporation's purposes.

(b) To guarantee the obligations of any affiliate of the Corporation as long as such guarantee does not affect the Corporation's status as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The word "affiliate" shall mean a corporation, partnership, joint venture, limited liability company, association, business trust or similar entity organized under the laws of the United States of America or any state thereof or any foreign country (i) which is controlled, directly or indirectly, by the Corporation, or, (ii) a majority of the members of the directing body of which are the same as the Board of Trustees of the Corporation. For the purposes of this definition, control means with respect to: (i) a corporation having stock, the ownership, directly or indirectly, of more than 50% of the securities (as defined in Section 2(1) of the Securities Act of 1933, as amended) of any class or classes, the holders of which are ordinarily, in the absence of contingencies, entitled to elect a majority of the directors (or persons performing similar functions) of such corporation; or, (ii) any other entity, the power to direct the management of such entity through the ownership of at least a majority of its voting securities or the right to designate or elect at least a majority of the members of its directing body by contract or otherwise.

(c) To issue bonds, notes, debentures, or other obligations of the Corporation from time to time for any of the objectives or purposes of the Corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; and, to purchase or otherwise acquire its bonds, debentures, or other evidences of its indebtedness or obligations.

(d) To carry out all or any of the foregoing objectives and purposes as principal or agent, and alone or with associates, or to the extent now or hereafter permitted by the laws of the State of Colorado, as the owner or holder of any stock of, or shares of interest in, any firm, trust, association, partnership, limited liability company, joint venture, corporation or syndicate.

4.4 **Restrictions.** The operation and powers of the Corporation shall be restricted as follows:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, trustee, or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence

legislation to an extent so as to result in the denial of exemption from federal income tax under Sections 501(c)(3) and (h) of the Code. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V - BOARD OF DIRECTORS

5.1 **Management Power.** The general management power over the Corporation shall be entrusted in the Board of Directors. The number of individuals constituting the Board shall be no less than one (1), or such greater number as may be stated from time-to-time in the Bylaws of the Corporation. The name and address of the person who is to serve as initial Director until his successor is elected and shall qualify, as shall be specified in the Bylaws, is:

Douglas Triggs
723 N. Weber, Suite 101
Colorado Springs, Colorado 80901

5.2 **Director Liability.** To the full extent allowable by the Act, as amended and in effect from time to time, any person who shall at any time serve, or have served, as a Director of the Corporation, or the heirs, executors, personal representatives and administrators of such person, shall not be liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a Director.

ARTICLE VI - MEMBERS

The Corporation shall not have members and all business affairs of the Corporation shall be conducted by its Board of Directors.

ARTICLE VII - SELF-DEALING AND INDEMNIFICATION

7.1 **Self-Dealing.** No contract or other transaction between the Corporation and one or more of its Directors or between it and any firms of which one or more of its Directors are members of the Corporation or any corporation or association of which one or more of its Directors are shareholders, members, directors, officers, employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, if the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction

by a vote of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote and not to be construed to invalidate any contract or other transaction which would otherwise be valid under the statutory law applicable hereto.

7.2 **Indemnification.** The Corporation will, pursuant to the terms and provisions of section 7-22-101.5 of the Act, indemnify its Directors, officers, employees, and agents from and against any claims and demands in the manner provided for by section 7-22-101.5 of the Act, as now existing or hereinafter amended. In addition, the Corporation may provide in its Bylaws such additional provisions for indemnification of its Directors, officers, employees and agents as the Board of Directors deems appropriate.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations, organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - AMENDMENT OF ARTICLES

The right is reserved to the Board of Directors to amend, alter or repeal these Articles of Incorporation, at any time.

ARTICLE X - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 723 N. Weber, Suite 101, Colorado Springs, Colorado 80901, and the name of its registered agent at such address is Douglas Triggs.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is Amy Divine, P.O. Box 2085, Colorado Springs, Colorado 80901.

Dated July 21, 1993.

"INCORPORATOR"